

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Chapter 11
)
CIRCUIT CITY STORES, INC., *et al.*,) Case No. 08-35653-KRH
) (Jointly Administered)
Debtors.)
) Hon. Kevin R. Huennekens

**VERIFIED STATEMENT OF QUARLES & BRADY LLP PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Quarles & Brady LLP ("Q&B") hereby makes the following statement pursuant to Fed.

R. Bankr. P. 2019:

1. Q&B represents the following creditors (the "Represented Creditors") in the captioned bankruptcy proceedings (the "Bankruptcy Case"):
 - (a) United Parcel Service, Inc., 4950 Mayland Drive, Richmond, Virginia 23233; United Parcel Service, Inc., provides shipping and transportation services to one or more of the Debtors; the claims of United Parcel Service, Inc., remain unliquidated at this time;
 - (b) UPS Ground Freight, Inc. d/b/a UPS Freight, 1000 Semmes Avenue, Richmond, Virginia 23224; UPS Ground Freight, Inc., provides shipping and transportation services to one or more of the Debtors; the claims of UPS Ground Fright, Inc., remain unliquidated at this time;
 - (c) DFS Services LLC, 2500 Lake Cook Road, Riverwoods, IL 60015; DFS Services LLC provides credit-card payment and processing services to one or more of the Debtors; the claims of DFS Services LLC are contingent and not readily determinable at this time; and
 - (d) Bedford Properties, L.L.C., 300 Park Street, Suite 410, Birmingham, Michigan 48009; Bedford Properties, L.L.C., is a lessor of nonresidential real property to one or more of the Debtors and, as of the date of the commencement of the Bankruptcy Case (the "Petition Date"), held a prepetition claim of not less than \$43,667.67; its full claim is not readily determinable at this time.

2. As of the Petition Date, the Represented Creditors described at paragraphs 1(a), (b), and (c) above were existing clients of Q&B, and they consequently asked Q&B to represent

them in the Bankruptcy Case. The Represented Creditor described at paragraph 1(d) was referred to Q&B and asked Q&B to represent it in the Bankruptcy Case.

3. Q&B represents the Represented Creditors individually; the Represented Creditors do not comprise a committee of any kind.

4. The amounts listed in paragraph 1 above are all approximate, and the Represented Creditors reserve all of their respective rights to file proofs of claim in the Bankruptcy Case and to file such proofs of claim in amounts that may differ from those set forth above.

5. There are no instruments empowering Q&B to act on behalf of the Represented Creditors other than standard engagement letters.

6. Upon information and belief, neither Q&B nor the undersigned attorney owns any claims against or equity security interests in Debtors.

7. The above statements are made to the best of the undersigned's knowledge and belief, under penalty of perjury pursuant to 28 U.S.C. §1746.

DATED: November 21, 2008

QUARLES & BRADY LLP

By: /s/ Christopher Combest

Faye B. Feinstein, Esq.
Christopher Combest, Esq.
QUARLES & BRADY LLP
500 West Madison Street, Suite 3700
Chicago, IL 60661
Phone: (312) 715-5000
E-Mail: fbf@quarles.com
ccombest@quarles.com

Brian Sirower, Esq.
Catherine M. Guastello, Esq.
QUARLES & BRADY LLP
Two North Central Avenue
Phoenix, AZ 85004
Phone: (602) 229-5200
E-mail: bsirower@quarles.com
cguastel@quarles.com

CERTIFICATE OF SERVICE

I hereby certify that, on November 21, 2008, a true and correct copy of the *Verified Statement of Quarles & Brady LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* was served electronically on all parties registered to receive electronic noticing via the Court's CM/ECF System.

/s/ Christopher Combest
Christopher Combest